

Hearing Date: To Be Determined
Objection Deadline: To Be Determined

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Capacity as Legal Representative for Future Asbestos
Personal Injury Claimants

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X)	
)	
In re)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	
f/k/a General Motors Corp., <i>et al.</i>)	
)	
Debtors.)	(Jointly Administered)
-----X)	

**THIRD INTERIM AND FINAL APPLICATION OF ANALYSIS RESEARCH
PLANNING CORPORATION AS ASBESTOS CLAIMS VALUATION CONSULTANT
TO DEAN M. TRAFELET IN HIS CAPACITY AS LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
INTERIM PERIOD FROM OCTOBER 1, 2010 THROUGH MARCH 29, 2011
AND THE FINAL PERIOD FROM MARCH 1, 2010 THROUGH MARCH 29, 2011**

**SUMMARY COVERSHEET TO THE SECOND INTERIM APPLICATION OF
ANALYSIS RESEARCH PLANNING CORPORATION**

NAME OF APPLICANT:	Analysis Research Planning Corporation
AUTHORIZED TO PROVIDE SERVICES TO:	Dean M. Trafelet in his capacity as Legal Representative for Future Asbestos Personal Injury Claimants
DATE OF ENTRY OF ORDER OF APPOINTMENT:	April 21, 2010
PERIODS FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:	October 1, 2010 through March 29, 2011 (Third Interim Compensation Period) March 1, 2010 through March 29, 2011 (Final Compensation Period)
TOTAL PROFESSIONAL FEES SOUGHT IN THE THIRD INTERIM APPLICATION:	\$536,458.00
TOTAL PROFESSIONAL FEES SOUGHT IN THE FINAL APPLICATION:	\$758,031.00
TOTAL EXPENSES SOUGHT IN THE THIRD INTERIM APPLICATION:	\$1,150.33
TOTAL EXPENSES SOUGHT IN THE FINAL APPLICATION:	\$2,007.55
TOTAL COMPENSATION SOUGHT IN THE THIRD INTERIM APPLICATION (FEES AND EXPENSES):	\$537,608.33
TOTAL COMPENSATION SOUGHT IN THE FINAL APPLICATION (FEES AND EXPENSES):	\$760,038.55
TOTAL PROFESSIONAL HOURS IN THE THIRD INTERIM APPLICATION:	5,327.50
TOTAL PROFESSIONAL HOURS IN THE FINAL APPLICATION:	6,624.80

BLENDED HOURLY RATE IN THE THIRD INTERIM APPLICATION: \$100.70

BLENDED HOURLY RATE IN THE FINAL APPLICATION: \$114.42

INTERIM OR FINAL APPLICATION: This is Applicant's third interim and final application for compensation.

SUMMARY OF PRIOR APPLICATIONS

Date Application Filed	Docket No.	Compensation Period	Fees Requested	Expenses Requested	Fees Allowed	Expenses Allowed	Holdback (if any)
7/15/2010	6351	March 1, 2010 – May 30, 2010	\$16,034.50	\$0.00	\$16,034.50	\$0.00	\$1,603.45
11/15/2010	7748	June 1, 2010 – September 30, 2010	\$205,538.50	\$857.22	\$205,538.50	\$857.22	\$20,553.85

**SUMMARY OF HOURS BILLED BY PROFESSIONAL
DURING THE THIRD INTERIM COMPENSATION PERIOD**

Professional	Title	Year	Hourly Billing Rate	Total Hours Billed	Total Fees
Florence, Tom	President	2010	\$555.00	40.80	\$22,719.00
		2011	\$580.00		
Brockman, Amy	Vice President	2010	\$435.00	45.70	\$20,004.00
		2011	\$450.00		
Brophy, John	Vice President	2010	\$435.00	2.20	\$981.00
		2011	\$450.00		
Raab, Timothy	Managing Director	2011	\$285.00	2.50	\$712.50
Cryblsky, Todd	Director	2011	\$275.00	1.20	\$330.00
Macskasi, Zsolt	Director	2010	\$275.00	11.50	\$3,162.50
Oh, Andrew	Director	2010	\$250.00	22.20	\$5,612.00
		2011	\$260.00		
Wagoner, Jason	Director	2010	\$260.00	105.60	\$27,750.00
		2011	\$270.00		
Baker, Troy	Consultant	2011	\$85.00	228.60	\$19,431.00
Backhaus, Roland	Consultant	2010	\$85.00	42.50	\$3,612.50
Brands, Jonathan	Consultant	2010	\$85.00	379.60	\$32,266.00
		2011	\$85.00		
Brower, Nathan	Consultant	2011	\$260.00	23.90	\$6,214.00
Brown, Philip	Consultant	2010	\$125.00	64.50	\$8,297.50
		2011	\$130.00		

Bravo, Gabriela	Consultant	2010	\$85.00	93.00	\$7,905.00
		2011	\$85.00		
Burr, Aaron	Consultant	2010	\$85.00	664.70	\$56,499.50
		2011	\$85.00		
Case, Peter	Consultant	2010	\$85.00	140.50	\$11,942.50
Cirenza, Frances	Consultant	2010	\$85.00	50.00	\$4,250.00
Chanpong, Katherine	Consultant	2011	\$85.00	58.20	\$4,947.00
Connolly, Emma	Consultant	2011	\$85.00	133.20	\$11,322.00
Cox, Joyce	Consultant	2011	\$75.00	5.70	\$427.50
Eickemeyer, Jason	Consultant	2011	\$85.00	15.40	\$1,309.00
Gee, Will	Consultant	2010	\$85.00	41.00	\$3,485.00
		2011	\$85.00		
Geraci, Ben	Consultant	2010	\$85.00	195.60	\$16,702.50
		2011	\$85.00		
Hester, Clay	Consultant	2010	\$85.00	567.80	\$48,263.00
		2011	\$85.00		
Hogg, Seamus	Consultant	2011	\$85.00	19.50	\$1,657.50
Jones, Matt	Consultant	2010	\$85.00	232.90	\$19,756.50
		2011	\$85.00		
Knighton, Jeremy	Consultant	2010	\$85.00	66.00	\$56,010.00
Koretz, Phil	Consultant	2011	\$85.00	293.00	\$24,905.00
Kreger, James	Consultant	2010	\$150.00	199.10	\$30,225.00
		2011	\$155.00		
Kurkky, Brian	Consultant	2011	\$85.00	40.50	\$3,442.50

McTyre, Nick	Consultant	2011	\$85.00	15.00	\$1,275.00
Melikian, Lia	Consultant	2010	\$85.00	322.80	\$27,438.00
		2011	\$85.00		
Miller, Kevin	Consultant	2011	\$85.00	156.20	\$13,277.00
Molnar, Andras	Consultant	2011	\$240.00	1.10	\$264.00
Partridge, Diana	Consultant	2011	\$85.00	63.50	\$5,397.50
Patel, Monica	Consultant	2011	\$85.00	63.60	\$5,406.00
Potter, Lauren	Consultant	2011	\$85.00	76.40	\$6,494.00
Rajpal, Sanjay	Consultant	2011	\$85.00	81.90	\$6,961.50
Ross, Adam	Consultant	2011	\$85.00	64.20	\$5,457.00
Siegel, Molly	Consultant	2011	\$85.00	84.00	\$7,140.00
Shiffman, Jeffrey	Consultant	2010	\$85.00	80.00	\$6,800.00
		2011	\$85.00		
Smythe, Doug	Consultant	2011	\$85.00	61.90	\$5,261.50
Sperling, Coline	Consultant	2011	\$85.00	155.80	\$13,243.00
Tchoukleva, Ioana	Consultant	2011	\$85.00	246.30	\$20,935.50
Wetherald, Sarah	Consultant	2010	\$150.00	67.00	\$7,326.50
		2011	\$85.00		
Grand Total:				5,327.50	\$536,458.00
Blended Hourly Rate:					\$100.70

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**SUMMARY OF HOURS BILLED BY PROFESSIONAL
DURING THE FINAL COMPENSATION PERIOD**

Professional	Title	Year	Hourly Billing Rate	Total Hours Billed	Total Fees
Florence, Tom	President	2010	\$555.00	85.00	\$47,250.00
		2011	\$580.00		
Brockman, Amy	Vice President	2010	\$435.00	103.40	\$41,385.50
		2011	\$450.00		
Brophy, John	Vice President	2010	\$435.00	37.80	\$16,467.00
		2011	\$450.00		
Wingo, Gary	Vice-President	2010	\$435.00	6.40	\$2,784.00
Raab, Timothy	Managing Director	2011	\$285.00	55.10	\$15,177.50
Cryblsky, Todd	Director	2011	\$275.00	1.20	\$330.00
Macskasi, Zsolt	Director	2010	\$275.00	11.50	\$3,162.50
Oh, Andrew	Director	2010	\$250.00	35.20	\$8,862.00
		2011	\$260.00		
Wagoner, Jason	Director	2010	\$260.00	324.30	\$84,612.00
		2011	\$270.00		
Baker, Troy	Consultant	2011	\$85.00	228.60	\$19,431.00
Backhaus, Roland	Consultant	2010	\$85.00	118.30	\$10,055.50
Bixler, Devin	Consultant	2010	\$150.00	2.70	\$405.00
Brands, Jonathan	Consultant	2010	\$85.00	428.60	\$36,431.00
		2011	\$85.00		
Brower, Nathan	Consultant	2011	\$260.00	23.90	\$6,214.00

Brown, Philip	Consultant	2010	\$125.00	64.50	\$8,297.50
		2011	\$130.00		
Bravo, Gabriela	Consultant	2010	\$85.00	93.00	\$7,905.00
		2011	\$85.00		
Burr, Aaron	Consultant	2010	\$85.00	763.20	\$64,872.00
		2011	\$85.00		
Case, Peter	Consultant	2010	\$85.00	147.30	\$12,520.50
Cirenza, Frances	Consultant	2010	\$85.00	109.00	\$9,265.00
Chanpong, Katherine	Consultant	2011	\$85.00	58.20	\$4,947.00
Connolly, Emma	Consultant	2011	\$85.00	133.20	\$11,322.00
Cox, Joyce	Consultant	2011	\$75.00	5.70	\$427.50
Eickemeyer, Jason	Consultant	2011	\$85.00	15.40	\$1,309.00
Gee, Will	Consultant	2010	\$85.00	41.00	\$3,485.00
		2011	\$85.00		
Geraci, Ben	Consultant	2010	\$85.00	309.10	\$26,273.50
		2011	\$85.00		
Hester, Clay	Consultant	2010	\$85.00	684.60	\$58,191.00
		2011	\$85.00		
Hogg, Seamus	Consultant	2011	\$85.00	19.50	\$1,657.50
Jones, Matt	Consultant	2010	\$85.00	232.90	\$19,796.50
		2011	\$85.00		
Kahn, Karl	Consultant	2010	\$150.00	12.00	\$1,800.00
Kemper, Joseph	Consultant	2010	\$85.00	4.50	\$382.50
Knighton, Jeremy	Consultant	2010	\$85.00	66.00	\$5,610.00

Koretz, Phil	Consultant	2011	\$85.00	293.00	\$24,905.00
Kreger, James	Consultant	2010	\$150.00	253.40	\$38,370.00
		2011	\$155.00		
Kurkky, Brian	Consultant	2011	\$85.00	40.50	\$3,442.50
Lubert, Ryan	Consultant	2010	\$85.00	10.70	\$909.50
McTyre, Nick	Consultant	2011	\$85.00	15.00	\$1,275.00
Melikian, Lia	Consultant	2010	\$85.00	323.40	\$27,489.00
		2011	\$85.00		
Miller, Kevin	Consultant	2011	\$85.00	156.20	\$13,277.00
Molnar, Andras	Consultant	2011	\$240.00	12.40	\$2,863.00
Partridge, Diana	Consultant	2011	\$85.00	63.50	\$5,397.50
Patel, Monica	Consultant	2011	\$85.00	63.60	\$5,406.00
Potter, Lauren	Consultant	2011	\$85.00	76.40	\$6,494.00
Puthottu, Rachna	Consultant	2010	\$85.00	68.00	\$5,780.00
Rajpal, Sanjay	Consultant	2011	\$85.00	81.90	\$6,961.50
Ross, Adam	Consultant	2011	\$85.00	64.20	\$5,457.00
Rourke, Daniel	Consultant	2010	\$300.00	13.10	\$3,930.00
Samuelson, Talia	Consultant	2010	\$85.00	68.70	\$5,839.50
Siegel, Molly	Consultant	2011	\$85.00	84.00	\$7,140.00
Shiffman, Jeffrey	Consultant	2010	\$85.00	88.00	\$7,480.00
		2011	\$85.00		
Smythe, Doug	Consultant	2011	\$85.00	61.90	\$5,261.50
Sperling, Coline	Consultant	2011	\$85.00	155.80	\$13,243.00
Tchoukleva, Ioana	Consultant	2011	\$85.00	246.30	\$20,935.50

Wetherald, Sarah	Consultant	2010	\$150.00	162.20	\$15,418.50
		2011	\$85.00		
Yates, Chalisha	Consultant	2010	\$85.00	1.50	\$127.50
Grand Total:				6,624.80	\$758,031.00
Blended Hourly Rate:					\$114.42

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Exhibit A	Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals
Exhibit B	Order Pursuant to Sections 105 and 1109 of the Bankruptcy Code Appointing Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants
Exhibit C	Order Granting Application of Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010
Exhibit D-1	Summary of Professional Fees – Third Interim Compensation Period
Exhibit D-2	Summary of Professional Fees – Final Compensation Period
Exhibit E-1	Summary of Fees by Project Category – Third Interim Compensation Period
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Exhibit F-2	Expense Summary – Final Compensation Period
Exhibit G	Monthly Invoices – Third Interim Compensation Period
Exhibit H	Certification of B. Thomas Florence in Support of the Third Interim and Final Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in His Capacity as Legal Representative for Future Asbestos Personal Injury Claimant for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period From October 1, 2010 Through March 29, 2011 and the Final Period From March 1, 2010 Through March 29, 2011

**THIRD INTERIM AND FINAL APPLICATION OF ANALYSIS RESEARCH
PLANNING CORPORATION AS ASBESTOS CLAIMS VALUATION CONSULTANT
TO DEAN M. TRAFELET IN HIS CAPACITY AS LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS PERSONAL INJURY CLAIMANTS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
INTERIM PERIOD FROM OCTOBER 1, 2010 THROUGH MARCH 29, 2011
AND THE FINAL PERIOD FROM MARCH 1, 2010 THROUGH MARCH 29, 2011**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

Analysis Research Planning Corporation (“**ARPC**”), asbestos claims valuation consultant to Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants (the “**Future Claimants’ Representative**”) in the chapter 11 case of Motors Liquidation Company (f/k/a General Motors Corp.) (“**MLC**” or the “**Debtor**”) submits this application (the “**Application**”) for the allowance of compensation and reimbursement of expenses for the period from October 1, 2010 through March 29, 2011 (the “**Third Interim Compensation Period**”) and for the period from March 1, 2010 through March 29, 2011 (the “**Final Compensation Period**”) pursuant to 11 U.S.C. §§ 105, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); Local Bankruptcy Rule 2016-1; and this Court’s *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* signed on August 7, 2009 (Docket No. 3711) (the “**Interim Compensation Order**”). In support hereof, ARPC respectfully shows this Court as follows:

I.
PRELIMINARY STATEMENT

1. By this Application,¹ ARPC seeks approval of the sum of \$536,458.00 for services rendered during the Third Interim Compensation Period and \$1,150.33 for the reimbursement of expenses incurred in connection with the rendition of such services, for a total interim award of \$537,608.33. ARPC further seeks approval of the sum of \$758,031.00 for services rendered during the Final Compensation Period and \$2,007.55 for the reimbursement of expenses incurred in connection with the rendition of such services, for a total final award of \$760,038.55.

2. On July 15, 2010, ARPC filed the *First Interim Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Interim Compensation and Reimbursement of Expenses Incurred for the Period from March 1, 2010 through May 31, 2010* (the “**First Interim Application**”) seeking allowance of \$16,034.50 in professional fees. On November 24, 2010 this Court entered its Order Granting, *inter alia*, Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 through May 31, 2010 (Docket No. 7910), and awarded ARPC \$16,034.50 in professional fees, including a 10% holdback of \$1,603.45.

¹ This Application has been prepared in accordance with the Interim Compensation Order, which is attached hereto as **Exhibit A**, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (General Order M-389) dated November 25, 2009 (the “**Local Guidelines**”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, dated January 30, 1996 (the “**U.S. Trustee Guidelines**”).

3. On November 15, 2010, ARPC filed the *Second Interim Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Interim Compensation and Reimbursement of Expenses for the Period from June 1, 2010 through September 30, 2010*, (the “**Second Interim Application**”) seeking allowance of \$205,538.50 in professional fees and reimbursement of expenses in the amount of \$857.22. On December 22, 2010, this Court entered its Order Granting, *inter alia*, Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from June 1, 2010 through September 30, 2010 (Docket No. 8289), and awarded ARPC \$205,538.50 in professional fees, including a 10% holdback of \$20,553.85, and \$857.22 in reasonable expenses.

4. Other than the payments made by the Debtors to ARPC for fees incurred during the prior interim fee periods, and those payments if any, described below, which were made in accordance with this Court’s Interim Compensation Order, ARPC has not received payment of any compensation or reimbursement of expenses in this chapter 11 case. There is no agreement or understanding between ARPC and any other person for the sharing of compensation to be received for services rendered during the Debtors’ chapter 11 cases.

5. Pursuant to the terms of the Interim Compensation Order, ARPC, as indicated in the chart below, submitted six invoices for services rendered and reimbursement of expenses incurred during the Third Interim Compensation Period.

Time Period Covered by Invoice	Fees Requested	Expenses Requested	Payment Received
October 2010	\$101,400.50	\$0.00	\$81,020.40
November 2010	\$17,507.50	\$0.00	\$14,006.00
December 2010	\$50,756.50	\$1,150.00	\$41,755.53
January 2011	\$61,770.50	\$0.00	\$49,416.00
February 2011	\$116,987.50	\$0.00	\$0.00
March 2011 ²	\$188,035.50	\$0.00	\$0.00
Totals	\$536,458.00	\$1,150.00	\$186,197.83

6. ARPC has received payments from the Debtors representing 80% of the fees and 100% of the expenses for services rendered and invoiced from October 2010 through January 2011. As of the date hereof, ARPC has not received any payments from the Debtors for fees and expenses related to services rendered during the period covered by its February and March 2011 invoices.³ Thus, as of May 13, 2011, \$350,260.07 in requested fees and expenses remain unpaid.

7. Through this Application, ARPC seeks approval of all monthly fees and expenses that have been paid to date, as well as authorization to receive (i) any unpaid monthly fees and expenses on account of the above monthly invoices, and (ii) the twenty percent (20%) of its fees

² In this Application, ARPC is only requesting approval of professional fees and expenses incurred through March 29, 2011, which is the date of confirmation of the Debtors' Second Amended Joint Chapter 11 Plan (Docket No. 9941). The initial March 2011 invoice submitted by ARPC pursuant to the Interim Compensation Order contained an error of excess fees in the amount of \$1,586.00. ARPC hereby submits a revised March 2011 invoice as part of the attached **Exhibit G**.

³ ARPC has received no payment on its February or March 2011 invoices, and such invoices are currently the subject of informal objections raised by the Debtors that are currently pending and being negotiated.

previously held back from each of the invoices previously submitted in accordance with the Interim Compensation Order.

II. **JURISDICTION AND VENUE**

8. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the District Court's *Standing Order of Referral of Bankruptcy Cases to Bankruptcy Judges* dated July 10, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

III. **BACKGROUND**

9. On June 1, 2009 (the "**Petition Date**"), Motors Liquidation Company (f/k/a General Motors Corporation) and several of its affiliates (collectively, the "**Debtors**") commenced this case under chapter 11 of the Bankruptcy Code.

10. On June 3, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors (the "**Creditors' Committee**"). (*See* Docket No. 356). Since that time the membership of the Creditors' Committee has been reconstituted twice. *See First Amended Appointment of the Official Committee of Unsecured Creditors* (Docket No. 4552); *see also Second Amended Appointment of the Official Committee of Unsecured Creditors* (Docket No. 5201).

11. On December 23, 2009, the Court appointed Brady C. Williamson as the Fee Examiner, pursuant to the Stipulation and Order with Respect to Appointment of a Fee Examiner (Docket No. 4708).

12. On March 2, 2010, the United States Trustee appointed the Official Committee of Unsecured Creditors Holding Asbestos Related Claims of Motors Liquidation Company (the

“**Asbestos Committee**”, and together with the Creditors’ Committee, the “**Committees**”)
(Docket No. 5206).

13. On March 9, 2010, the Debtors filed their *Motion Pursuant to Sections 105 and 1109 of the Bankruptcy Code for an Order Appointing Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants* (the “**Appointment Motion**”) (Docket No. 5214) asking this Court to appoint the Future Claimants’ Representative to represent and protect the interests of holders of future asbestos personal injury claims against the Debtors (the “**Future Claimants**”). In the Appointment Motion, the Debtors’ stated that their intention to propose a plan of reorganization that will establish a trust to process and pay current and future asbestos personal injury claims against the Debtors. Pursuant to an order (the “**FCR Appointment Order**”), dated April 8, 2010, this Court approved Dean M. Trafelet’s appointment as the Future Claimants’ Representative (Docket No. 5459, attached hereto as **Exhibit B**).

14. On April 2, 2010, the Future Claimants’ Representative filed his *Application for Order Authorizing Legal Representative for Future Asbestos Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010* (Docket No. 5413).

15. By Order signed on April 21, 2010, this Court authorized the Future Claimants’ Representative to retain and employ ARPC as his asbestos claims valuation consultant effective as of March 1, 2010. A true and correct copy of the *Order Granting Application of Dean M. Trafelet as Legal Representative for Future Asbestos Personal Injury Claimants to Retain and Employ Analysis, Research & Planning Corporation as Asbestos Claims Valuation Consultant as of March 1, 2010* (the “**Retention Order**”) (Docket No. 5533) is attached hereto as **Exhibit C**.

16. Pursuant to the terms of the Retention Order, ARPC is authorized to seek compensation and reimbursement in accordance with the Interim Compensation Order under Sections 330 and 331 of the Bankruptcy Code.

IV.
STATUTORY BASIS FOR COMPENSATION

17. The statutory predicates for the award of fees and expenses under the Application are Sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. Pursuant to Sections 330 and 331 of the Bankruptcy Code, ARPC seeks compensation for actual and necessary professional services rendered and for reimbursement of expenses incurred during the Second Interim Compensation Period.

18. Section 331 of the Bankruptcy Code provides as follows:

A trustee, examiner, a debtor's attorney, or any other professional person employed under section 327 or 1103 of [the Bankruptcy Code] may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of [the Bankruptcy Code]. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331.

19. Section 330 of the Bankruptcy Code authorizes the bankruptcy court to award an applicant, as counsel for a debtor, creditors' committee or other professional employed pursuant to 11 U.S.C. § 327, reasonable compensation for its services and reimbursement of expenses.

Specifically, Section 330 of the Bankruptcy Code states, in relevant part, as follows:

(a)(1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, ... or a professional person employed under section 327 or 1103—

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

20. Section 330(a)(3) provides that in determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent and value of the services rendered to the estate, taking into account all relevant factors including

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code];

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under [the Bankruptcy Code].

11 U.S.C. § 330(a)(3)(A)-(F).

21. ARPC's request for compensation for professional services and reimbursement for expenses incurred on behalf of the Future Claimants' Representative and his constituents is reasonable.

22. ARPC agreed to provide asbestos claims valuation services to the Future Claimants' Representative at hourly rates for its professionals on the same basis and factors as are normally considered in determining fees. The rates charged are the normal hourly rates charged by ARPC for work performed in similar matters for clients for this consulting firm. ARPC represents and would demonstrate that its hourly rates for services performed in these proceedings are competitive and customary for the degree of skill and expertise required in the performance of similar services rendered by other professionals serving in a similar capacity. As required by the Local Guidelines and the U.S. Trustee Guidelines, the cover page of this Application includes a summary schedule of the hours expended by all ARPC professionals who rendered services to the Future Claimants' Representative during the Third Interim and Final Compensation Periods, showing their hourly billing rates and the total hours expended by each during the Third Interim and Final Compensation Periods.

23. All professionals rendering services in this case have made a deliberate effort to avoid any unnecessary duplication of work and time expended. ARPC represents that all services for which allowance of compensation is requested were performed on behalf of the Future Claimants' Representative and his constituents, and not on behalf of any committee, creditor or any other person. Furthermore, ARPC respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the protection of the interests of the Future Claimants' Representative and his constituents. The services performed by ARPC were performed economically, effectively and efficiently, and the results obtained have benefited not only the Future Claimants, but also the Debtors, the Debtors' estate and other parties in interest.

Accordingly, the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Future Claimants and the Debtors' estate.

24. For the Court's review, a summary containing the name of each professional providing services during the Third Interim Compensation Period, including the professional's standard hourly billing rate, the time expended, and the total value of services rendered during the Third Interim Compensation Period is attached hereto as **Exhibit D-1**. A summary containing the name of each professional providing services during the Final Compensation Period, including the professional's standard hourly billing rate, the time expended, and the total value of services rendered during the Final Compensation Period is attached hereto as **Exhibit D-2**.

25. A summary of the time expended by ARPC and the total value of professional services rendered identified by project task category during the Third Interim Compensation Period is attached hereto as **Exhibit E-1**. A summary of the time expended by ARPC and the total value of professional services rendered identified by project task category during the Final Compensation Period is attached hereto as **Exhibit E-2**.

26. Attached hereto as **Exhibit F-1** is a summary of the expenses incurred by ARPC during the Third Interim Compensation Period. Attached hereto as **Exhibit F-2** is a summary of the expenses incurred by ARPC during the Final Compensation Period.

27. Attached hereto as **Exhibit G** are ARPC's monthly invoices from the Third Interim Compensation Period that contain descriptions of the services rendered by ARPC on a daily basis. ARPC's invoices for the First and Second Interim Compensation Periods are attached to ARPC's First and Second Interim Applications (Docket Nos. 6351 and 7748) and are incorporated herein by reference.

V.
SUMMARY OF SERVICES RENDERED

28. With respect to the time and labor expended by ARPC in this case during the Third Interim Compensation Period, as set forth in **Exhibits D-1 and E-1**, ARPC rendered professional services in the amount of \$536,458.00. With respect to the time and labor expended by ARPC in this case during the Final Compensation Period, as set forth in **Exhibits D-2 and E-2**, ARPC rendered professional services in the amount of \$758,031.00. ARPC believes that it is appropriate for it to be compensated for the time spent in connection with these matters, and sets forth a brief narrative description of the services rendered for or on behalf of the Future Claimants' Representative and his constituents, and the time expended, organized by project task categories, as follows:

A. ASBESTOS CLAIMS VALUATION (C-02)

29. During the Third Interim Compensation Period, ARPC performed extensive analytical work to assist the Future Claimants' Representative and his other professionals to estimate the value of future asbestos claims and negotiate a settlement under the Debtors' plan that would provide compensation to such future asbestos claims. These efforts culminated in the Court's entry of its *Stipulation and Order Fixing Asbestos Trust Claim and Resolving Debtors' Estimation Motion* (Docket No. 9214) (the "**Asbestos Settlement Stipulation**"). Following the entry of the Asbestos Settlement Stipulation, ARPC performed significant work to assist the Future Claimsants' Representative and his other professionals with tasks related to the creation and start-up of the asbestos trust created under the Debtors' plan. ARPC also performed extensive analysis of documents produced by the Debtors during the period of time leading up to plan confirmation so as to protect the interests of the Future Claimants should the Debtors' plan have failed to have been confirmed.

30. Throughout the Final Compensation Period, ARPC continued to work with the Future Claimants' Representative and his other professionals to determine the information needed to identify, estimate, classify and value the asbestos-related liabilities of the Debtors. ARPC also worked with the Debtors, the Committees, and their respective professionals to analyze and resolve various issues relating to access to the Debtors' historical and current asbestos-related claims information, as well as various financial information pertinent to the Debtors' asbestos-related liabilities. ARPC assisted the Future Claimants' Representative and his counsel in the negotiation of various issues related to discovery sought by the Future Claimants' Representative, the Debtors and the Committees, including the negotiation of various confidentiality agreements and protocols for protecting the confidential information belonging to and the privacy of individual asbestos claimants. As additional information was made available by the Debtors, ARPC continued its review and analysis of the Debtors' asbestos-related liabilities. These activities allowed ARPC to assist the Future Claimants' Representative in his investigation into the Debtors' asbestos-related liabilities and will assist ARPC in the analysis and estimation of the claims in connection with the Debtors' plan of reorganization.

31. ARPC seeks compensation for 5,237.50 hours of reasonable and necessary professional fees incurred in the category of Asbestos Claims Valuation during the Third Interim Compensation Period in the total amount of \$536,458.00. ARPC seeks compensation for 6,624.00 hours of reasonable and necessary professional fees incurred in the category of Asbestos Claims Valuation during the Third Interim Compensation Period in the total amount of \$757,683.00.

B. FEE/EMPLOYMENT APPLICATIONS (C-10)

32. During the Final Compensation Period, ARPC reviewed, commented on and approved the Future Claimants' Representative's application to employ ARPC and the declaration of B. Thomas Florence in support of the application. These activities allowed the Future Claimants' Representative to file the necessary papers with the Court to retain and employ ARPC to assist him with his duties as the Future Claimants' Representative in this case.

33. ARPC seeks compensation for 0.80 hours of reasonable and necessary professional fees incurred in the category of Fee/Employment Applications during the Compensation Period in the total amount of \$348.00.

VI.
DISBURSEMENTS

34. ARPC incurred out-of-pocket expenses in the amount of \$1,150.33 in connection with the services rendered during the Third Interim Compensation Period. A summary of the expenses incurred by ARPC during the Third Interim Compensation Period is set forth in **Exhibit F-1**. ARPC incurred out-of-pocket expenses in the amount of \$2,007.55 in connection with the services rendered during the Final Compensation Period. A summary of the expenses incurred by ARPC during the Final Compensation Period is set forth in **Exhibit F-2**.

35. These expenses are actual, necessary, out-of-pocket expenses which are not properly included in overhead, and arise exclusively from and are traceable to the services rendered by the Future Claimants' Representative in connection with these chapter 11 cases and were incurred for the benefit of the Future Claimants and are therefore, reimbursable by the estates. No allowable disbursement is treated as a "profit center" involving a markup over actual cost.

VII.
CONCLUSION

36. The professional services summarized by this Application and rendered by ARPC were substantial and beneficial to the interests of the Future Claimants' Representative and his constituents.

37. The amounts sought by ARPC consist only of the actual and reasonable billable time expended by it and the actual and necessary expenses incurred by ARPC during the Second Interim Compensation Period.

38. The reasonable value of the professional services rendered by ARPC during the Third Interim Compensation Period is \$536,458.00 and the reasonable and necessary out-of-pocket expenses incurred by ARPC are \$1,150.33, for total allowable fees and expenses of \$537,608.33.

39. The reasonable value of the professional services rendered by ARPC during the Final Compensation Period is \$758,031.00 and the reasonable and necessary out-of-pocket expenses incurred by ARPC are \$2,007.55, for total allowable fees and expenses of \$760,038.55.

40. ARPC believes that the instant application and the description of services set forth herein of work performed are in compliance with the requirements of Local Bankruptcy Rule 2016-1, the Bankruptcy Code, the Local Guidelines and the U.S. Trustee Guidelines. As required by the Local Guidelines a true and correct copy of the Certification of B. Thomas Florence is attached hereto as **Exhibit H**.

[remainder of page intentionally left blank]

WHEREFORE, ARPC respectfully requests the entry of an order (a) awarding ARPC allowance of compensation for professional services in the amount of \$536,458.00 and reimbursement of expenses in the amount of \$1,150.33 for total compensation of \$537,608.33 during the Third Interim Compensation Period; (b) awarding ARPC allowance of compensation for professional services in the amount of \$758,031.00 and reimbursement of expenses in the amount of \$2,007.55 for total compensation of \$760,038.55 during the Final Compensation Period; (c) directing payment of the foregoing amounts to the extent that such amounts have not already been paid by the Debtors, and the 20% of professional fees that has been held back from each monthly invoice; and (d) granting ARPC such other and further relief as may be appropriate.

Dated: May 16, 2011
Washington, D.C.

Respectfully submitted,

**ANALYSIS RESEARCH PLANNING
CORPORATION**

By: /s/ B. Thomas Florence
B. Thomas Florence

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**Asbestos Claims Valuation Consultant to
Dean M. Trafelet in his capacity as Legal
Representative for Future Asbestos Personal Injury
Claimants**